

**ARTICLES OF INCORPORATION  
OF  
BELVEDERE PRODUCTIONS, INC.**

**FILED/EFFECTIVE**

11/12/2002 4:42

STATE OF IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be BELVEDERE PRODUCTIONS, INC.

**ARTICLE II  
PURPOSE AND EXISTENCE**

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation in the State of Idaho is 3145 Chinden Blvd., Boise, Idaho 83714. The name of its registered agent such address is Steve Fulton.

**ARTICLE IV  
CAPITALIZATION**

The Corporation has the authority to issue 100,000 shares, no par value per share, all of which shall be common voting stock.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 5.1** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732 of the IBCA.

**Section 5.2** The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

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## **ARTICLE VI PREEMPTIVE RIGHTS**

No shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

## **ARTICLE VII CUMULATIVE VOTING**

The shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

## **ARTICLE IX AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

## **ARTICLE X INCORPORATOR**

The name and address of the Incorporator are:

Name:

Address

Paul M. Boyd

c/o Stoel Rives LLP  
101 S. Capitol Blvd., Suite 1900  
Boise, Idaho 83702

## **ARTICLE XI LIMITATION ON LIABILITY**

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article XI* shall apply

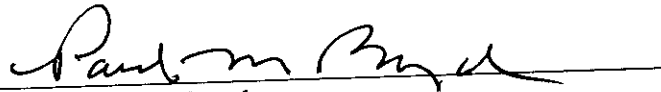
to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

## ARTICLE XII INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XII*. No amendment to or repeal of this *Article XII* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

\* \* \*

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 21<sup>st</sup> day of November, 2002.



Paul M. Boyd  
*Incorporator*